

JUNE 2024 QUARTERLY ACTIVITIES REPORT

HIGHLIGHTS

- Caprice has completed acquisition of 90% of the Bantam Project consisting of four tenements in the highly prospective West Arunta region of Western Australia, providing it with the fourth largest land holding in the region.
 - High level desktop review completed by Cadre Geological Consultants and geophysicists, Resource Potentials, indicating IOCG prospectivity and multiple targets demonstrating similarities to those representing mineralised carbonatites at WA1 Resources' (ASX: WA1) and Encounter Resources' (ASX: ENR) respective projects.
- Final assay results from infill and extensional soils at the Mukinbudin Project repeat and confirm significant anomalism
 - Sampling at Colosseum has confirmed prospectivity, with peak anomalism of **5,203ppm TREO (27% MREO), 3,772ppm TREO (16% MREO) and 3,556ppm TREO (17% MREO)**, in a definitive trend proximal to significant rock chip sampling
 - Sampling at Hadrian's confirm +3.5km REO anomaly, with latest results including **3,405ppm TREO (21% MREO), 3,161ppm TREO (16% MREO) and 2,548ppm TREO (20.4% MREO)**
 - TREO results confirm prospectivity for regional scale porphyritic granites and potentially clay-hosted targets, with c.15% of the tenure explored to-date
- Luke Cox appointed as CEO to lead next stage of Caprice's development strategy
- Placement to raise \$1.584 million over two tranches

Caprice Resources Ltd (ASX: CRS) ("**Caprice**" or "**the Company**") is pleased to provide a summary of activities over the quarter ended 30 June 2024.

Bantam West Arunta Project

Further to its announcements on 9 May 2024¹ and 7 June 2024² regarding the acquisition of 90% of the Bantam Project in the highly prospective West Arunta region of Western Australia ("**Bantam Project**" or "**the Project**"), the Company advised on 1 July 2024³ that formal completion has now occurred. Please see the original announcement for full details of the terms of the acquisition.

The Project consists of four contiguous tenements covering over 1,470km² making it one of the largest landholdings in the West Arunta region. The Project is adjacent to and shares a 30km long border with WA1 Resources' (ASX: WA1) West Arunta Project, host to the world class Luni Niobium-REE discovery. The tenement package comprises granted Exploration Licences E80/5873 and E80/5915 (granted in June 2024) and applications for Exploration Licences E80/5872 and E80/5896.

¹ ASX Release by CRS dated 9 May 2024 "Caprice to Acquire Niobium-REE Project in West Arunta Region"

² ASX Release by CRS dated 7 June 2024 "Caprice Exercises Option in West Arunta"

³ ASX Release by CRS dated 1 July 2024 "Caprice Completes Acquisition in West Arunta"

The West Arunta is an underexplored region, with historical exploration limited through the lens of copper and gold exploration, primarily targeting IOCG and sedimentary copper and gold deposits.

WA1's Luni and Pachpadra niobium discoveries, along with Encounter Resources' "Crean" niobium discovery, have highlighted the regions prospectivity for niobium and rare earths, generating a new geological model targeting niobium rich carbonatites, hosted within carbonate rich subduction zones along regional and local fault zones.

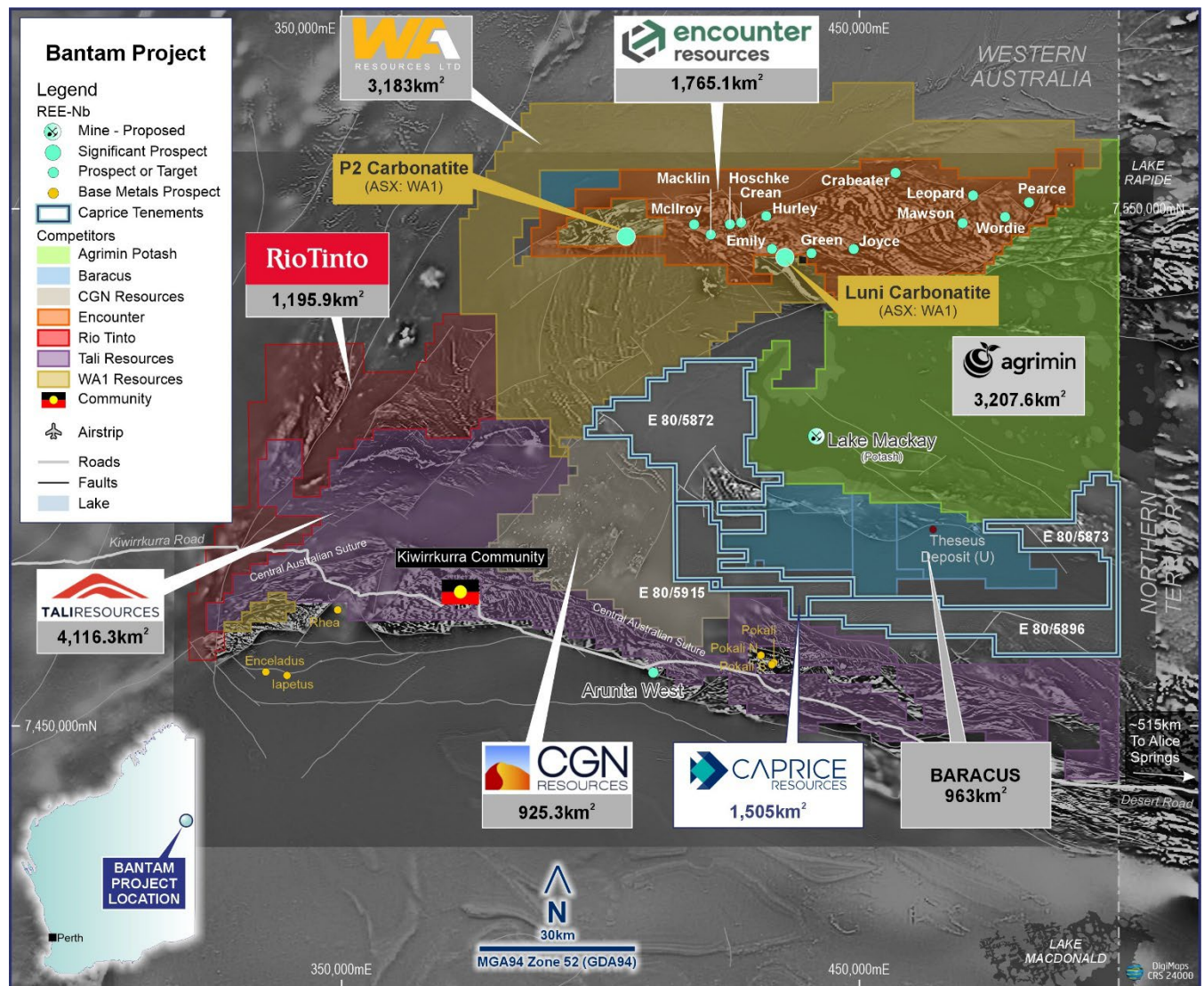


Figure 1 Caprice Bantam Project

High Level Desktop Review

As part of its due diligence activities, Caprice has completed a high level desktop review of the Bantam Project. Experienced geophysical consultant, Resource Potentials, who were a part of WA1's Luni and P2 discoveries, along with Cadre Geological consultants, have compiled all available public data on the Project and produced high priority targets for follow-up exploration work.

The targets are based on trends and structures observed in geophysical surveys overlapping with areas of prospective lithologies which have features similar to those being successfully explored by neighbouring leaseholders for niobium and REE enriched carbonatites and IOCG mineralisation.

The success of peers like WA1 (ASX: WA1), Encounter (ASX: ENR), and Rincon Resources (ASX: RCR) in the area has relied heavily on targeting geophysical features derived from a combination of magnetic and gravity surveys; largely due to the basin fill and ground cover limiting host rock exposures on the ground. Caprice aims to follow a similar path utilising magnetics and gravity to refine high priority targets for ground truthing and drill testing.

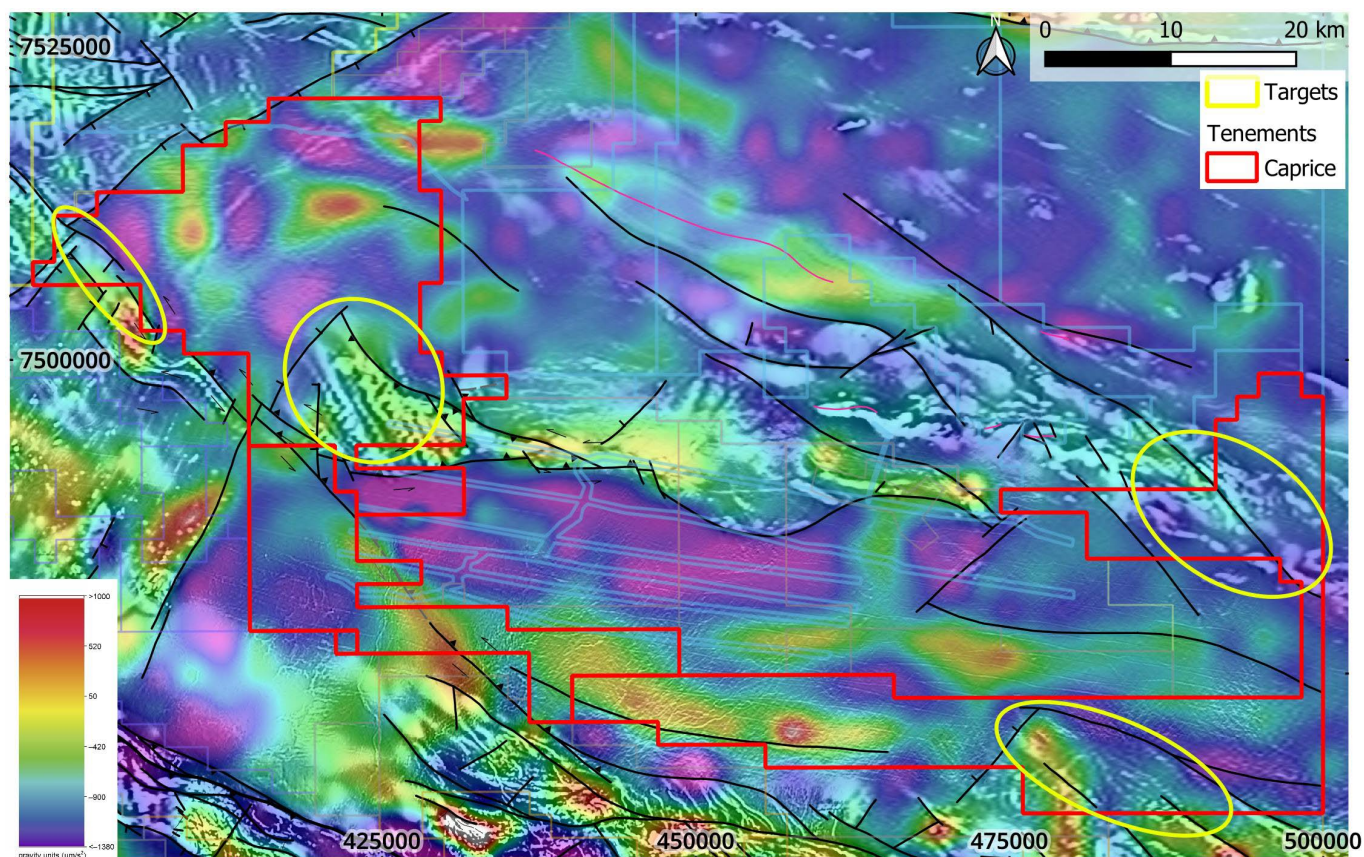


Figure 2 Desktop Targeting with Geological Survey of Western Australia sourced gravity (rgb) over TMI to 1VD.

Next Steps

Following the appointment of highly experienced geologist, Luke Cox, as CEO, the Company will now review the proposed exploration programs at the Bantam Project. The AEM geophysical surveys have been postponed until such time as the review has been completed and the heritage agreement has been finalised.

Mukinbudin REE Project

The Mukinbudin REE Project consists of one tenement, E70/5939, covering 384km² and two applications, E70/6519 and E70/6520, covering 198km². The Project is located approximately 25km northwest of the town of Mukinbudin, 250km northeast of Perth.

Since the Project was acquired in late 2023, Caprice has completed multiple soil and rock chip sampling programs in a number of areas in the southern half of the tenement with results received confirming the prospectivity of the ground for REE mineralisation. Land access agreements for Colosseum and Gadolin South have been executed enabling the submission of a Program of Work to the Department of Energy, Mines, Industry Regulation and Safety.

During the quarter, the Company was pleased to report the final results for the Company's soil sampling program. Full results are set out in the Company's announcement dated 20 May 2024.

Infill and extensional sampling at Colosseum (552 soil geochemical samples) has defined an elevated rare earth oxides ("REO") target of 1.4km x 1.7km (2.7km²), with ~75% of samples within this target area recording geochemical REO anomalism of 2,000ppm+, which remains open to the south. The 80x160m sampling grid and approvals of drilling POWs means planning can now be conducted for the prospect's maiden drilling program.

Follow up infill soil sampling at Hadrian's (232 soil geochemical samples) has also confirmed significant REO anomalism. Anomalism at Hadrian's occurs at over a strike of 3.5km and remains open. The results from Hadrian's have confirmed the northwest trending anomalies, with significant +1,000ppm high grade accumulation to the SE tenement boundary (see figure 4). Importantly, the pending tenement application of E 70/6519 will open anomalism to the north and east of current prospect boundaries. Sampling currently lies 160-320m spaced lines, with 40-80m spaced samples.

The continually observed porphyritic graphitic granite across all prospects to date highlights the hypothesis of REO deposited on a regional scale, which is the target style of mineralisation being tested by the Company.

Gadolin

Previously announced soil sampling at Gadolin focused on extending the prospect to the west and south. Assays indicate anomalism greatly increases stepping east and west away from the interpreted emplacement structure initially targeted (see Figure 2). Protolith remains the widespread, regional fractionated porphyritic granite and steps will now be taken to delineate terrain that would suggest clay anomalism.

Gadolin's strike currently stands at 3.4km, and with a currently defined up to 1.8km width, the anomalism remains open in all directions. Peak values include 3,839ppm TREO (14.0% MREO), 3,671ppm TREO (18.0% MREO) and 2,866ppm TREO (21.0% MREO). Of note, the southern trend indicates high grade channel of +2500ppm over 800m and remains open. A drilling POW has been approved over the southern high grade channel.

Colosseum

Rock chip sampling of an outcrop of porphyritic, fractionated granite, located approximately 2km north of Gadolin, has delineated an area of consistently elevated REOs. This area, termed Colosseum, had 20 rock chip samples collected over a c.500m area. Of these, 13 returned values over 1,000ppm, with a peak value of 5,038ppm (0.5%) TREO and lowest value of 310ppm TREO. Previous sampling successfully identified a series of northwest trending anomalies, with a peak value of 2,812ppm TREO, within a broader N-S trend. The anomalism remains open to the south, with infill sampling, extending in all directions, defined to 160m spaced lines and 40-80m spaced samples.

Hadrian's

Follow up sampling at Hadrian's has identified elevated levels of rare earths outside of the previously identified target targets, significantly expanding the known potential strike of mineralisation at the prospect. Follow up and infill soil sampling was undertaken to the north and south with, with anomalism defined over 160m spaced lines and 80m spaced samples, over a 3.5km north-south strike, primarily focussed around a prominent topographical feature. The quartz-aplite ridge crosscuts NW – SE mineralisation trends and early mapping hypothesis suggests a NNE oriented shear.

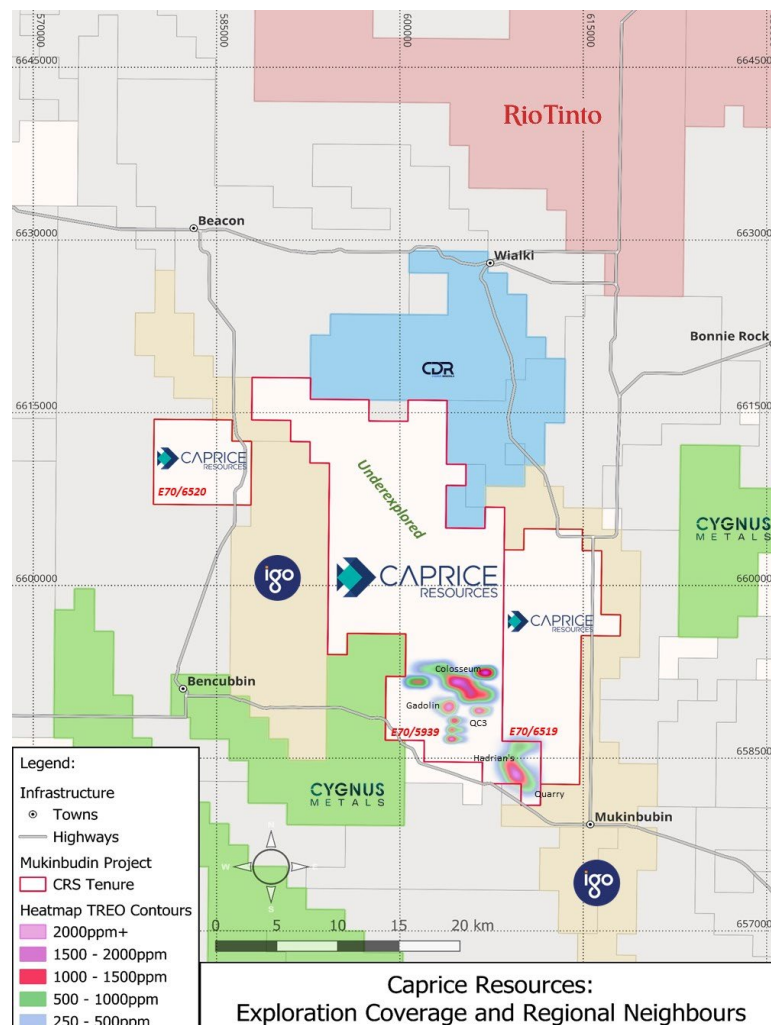


Figure 3: Current sampling including regional neighbours. Excellent exploration scope to the north, and pending tenure applications

Northampton Project

The Northampton Polymetallic Project is host to historical workings in a region with over 100 years of base metals mining and minimal on-ground exploration in the last 50 years.

Caprice's 2023 drill program identified multiple intersections of significant grades and widths and a higher-grade zone extending another 100m to the south and remaining open. The mineralisation to date remains lead dominant, however there is some distinct variability in the metal mix. There are areas of zinc dominance, as well as one hole which intercepted copper and silver mineralisation (23NHRC0018).

No on-ground activities were conducted during the quarter.

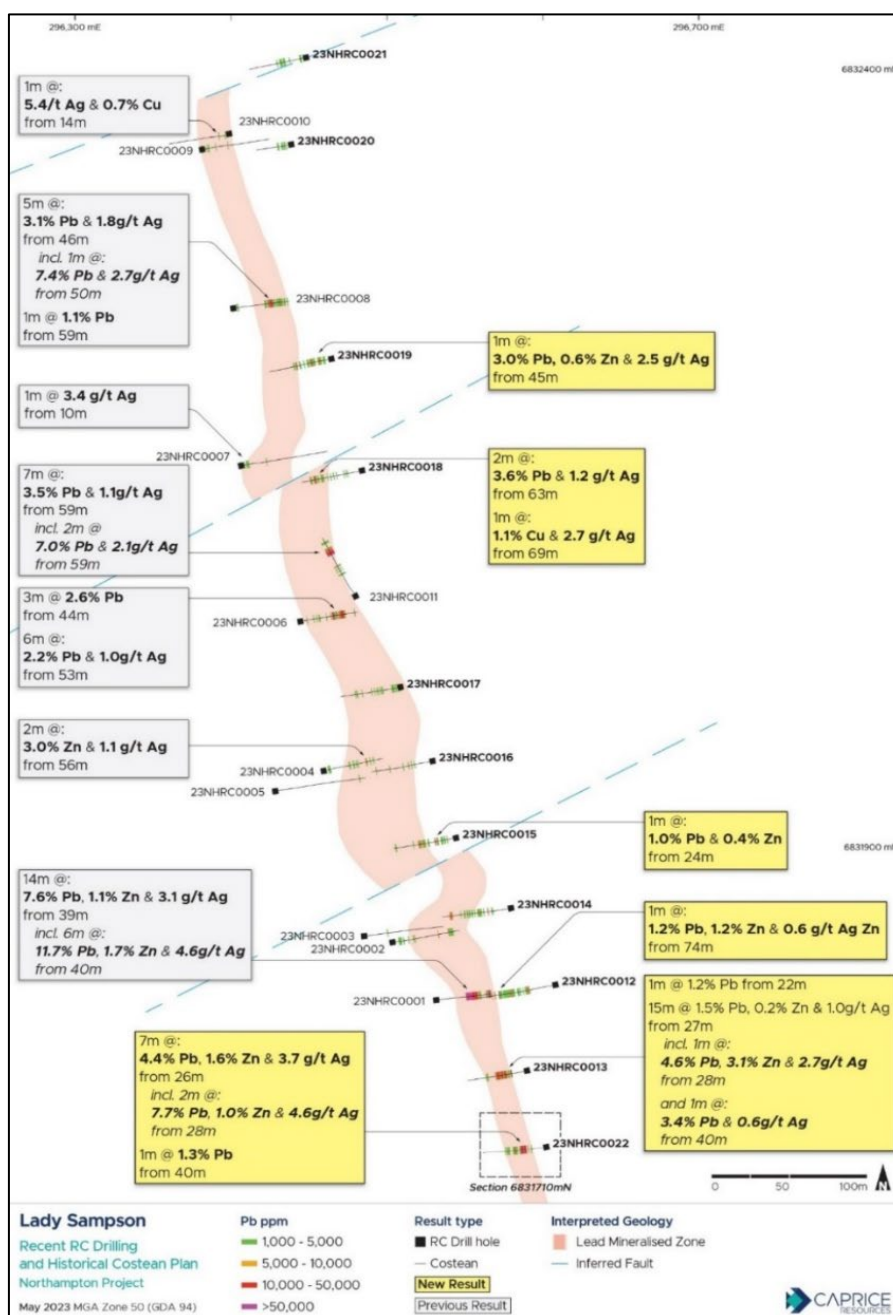


Figure 4: Lady Sampson RC collar plan with significant drill results

The Island Gold and Murchison Project

Following on from the successful drill campaigns during 2022, no fieldwork was undertaken at the IGP during the quarter. The Company continues to consider next steps with respect to the Project, including opportunities for divestment.

Corporate Update

Capital Raising

In conjunction with the acquisition of the Bantam Project, Caprice is undertaking a \$1.584 million placement to institutional, professional and sophisticated investors at \$0.018 per Share, with a 1:4 free attaching Option (exercisable at \$0.03 on or before 31 January 2027) (**Placement**).

The proceeds from the Placement will strengthen the Company's balance sheet, placing it in an excellent position to grow the Company via exploration at the Bantam Niobium-REE Project and the Company's existing Mukinbudin REE, Northampton Polymetallic and Murchison Gold Projects.

The Placement will be undertaken in two tranches with a total of 88,000,000 Shares to be issued at \$0.018 per Share to raise \$1,584,000 (before costs). The Company issued 55,855,068 Shares utilising the Company's existing placement capacity under ASX Listing Rules 7.1 (33,513,041 Shares) and 7.1A (22,342,027 Shares) which completed on 20 May 2024. The Company is seeking shareholder approval at a meeting to be held on 13 August 2024 for the issue of the remaining 32,144,932 Shares under a second tranche (including 10,250,000 Shares subscribed for by the Directors (and/or their nominees)) and 22,000,000 free-attaching Options (including 2,562,500 Options to be issued to the Directors (and/or their nominees)).

Appointment of Experienced CEO

On 22 July 2024, the Company was pleased to advise the appointment of Luke Cox as Chief Executive Officer of the Company, effective immediately.

Luke Cox is a geologist with over 25 years mining industry experience and a demonstrable track record growing exploration and mining companies. He was most recently Chief Executive Officer for Green Technology Metals (ASX: GT1) advancing their portfolio of Canadian lithium projects, delivering rapid resource growth, key stakeholder and local indigenous engagement, offtake agreements and scoping level studies.

Luke has been involved in developing a considerable number of mineral deposits within Australia and globally and has been involved in all stages of development from exploration to project feasibility, financing, mine development and operations.

Luke has been an integral part of numerous LSE, ASX and TSX-listed exploration and mining companies and has significant experience in technical and commercial due diligence with off-take customers, mining companies and investment groups.

This announcement has been authorised for release by the Board of Caprice.

For further information please contact:

Glenn Whiddon

Chairman

P: (08) 6365 5200

Competent Person's Statement

The information in this report was previously reported under Listing Rule 5.7 on 12 May 2023, 13 June 2023, 6 July 2023, 17 August 2023, 29 September 2023, 9 May 2024 and 20 May 2024. The Company confirms that it is not aware of any new data or information that materially changes these results since they were originally reported.

Appendix 1: Schedule of Mining Tenements

The following information is provided pursuant to Listing Rule 5.3.3 for the quarter ended 30 June 2024. During the quarter, the Company acquired the Bantam Project (tenements marked with * below). No tenements or interests were relinquished during the quarter.

Project	Licence Number	Location	Interest
Bantam Project	E80/5873*	Western Australia	100%
	E80/5915*	Western Australia	100%
	E80/5872*	Western Australia	Application – 100%
	E80/5896*	Western Australia	Application – 100%
Island Gold	M21/66	Western Australia	100%
	M21/140	Western Australia	100%
	E21/186	Western Australia	100%
Big Bell South	E21/0193	Western Australia	80%
Cuddingwarra	E21/0192	Western Australia	80%
	P20/2256	Western Australia	80%
	P20/2257	Western Australia	80%
	P20/2258	Western Australia	80%
	P20/2259	Western Australia	80%
	P20/2260	Western Australia	80%
	P20/2261	Western Australia	80%
	P20/2262	Western Australia	80%
	P20/2263	Western Australia	80%
	P20/2264	Western Australia	80%
	P20/2265	Western Australia	80%
	P20/2266	Western Australia	80%
	P20/2267	Western Australia	80%
	P20/2268	Western Australia	80%
	P20/2269	Western Australia	80%
	P20/2272	Western Australia	80%
	P20/2273	Western Australia	80%
	P20/2274	Western Australia	80%
	P20/2275	Western Australia	80%
	P20/2382	Western Australia	80%
Northampton	E66/98	Western Australia	100%
	E66/99	Western Australia	100%
	E66/106	Western Australia	100%
Mukinbudin	E70/5677	Western Australia	100%
	E70/5939	Western Australia	100%
	E70/6519	Western Australia	Application – 100%
	E70/6520	Western Australia	Application – 100%

Appendix 2: Disclosures in relation to Quarterly Cashflow Report

In line with obligations under ASX Listing Rule 5.3.5, Caprice notes that the payments to related parties of the Company, as advised in the Appendix 5B (Quarterly Cashflow Report) for the period ended 30 June 2024, pertain to directors' fees (including superannuation) and fees for executive recruitment services paid during the quarter. The Company notes that all fees are agreed on standard commercial terms.

During the quarter ended 30 June 2024, the Company spent a total of \$38k on project and exploration activities. The majority of the project and exploration expenditure relates to due diligence activities on the Bantam Project.

Appendix 5B

Mining exploration entity or oil and gas exploration entity quarterly cash flow report

Name of entity

Caprice Resources Limited

ABN

96 624 970 725

Quarter ended ("current quarter")

30 June 2024

Consolidated statement of cash flows		Current quarter \$A'000	Year to date (12 months) \$A'000
1.	Cash flows from operating activities		
1.1	Receipts from customers	-	-
1.2	Payments for		
	(a) exploration & evaluation	-	-
	(b) development	-	-
	(c) production	-	-
	(d) staff costs	(67)	(529)
	(e) administration and corporate costs	(94)	(321)
1.3	Dividends received (see note 3)	-	-
1.4	Interest received	6	12
1.5	Interest and other costs of finance paid	-	(3)
1.6	Income taxes paid	-	-
1.7	Government grants and tax incentives	-	-
1.8	Other	-	-
1.9	Net cash from / (used in) operating activities	(155)	(841)
2.	Cash flows from investing activities		
2.1	Payments to acquire or for:		
	(a) entities	-	-
	(b) tenements	(1,061)	(1,085)
	(c) property, plant and equipment	-	-
	(d) exploration & evaluation	(38)	(575)
	(e) investments	-	-
	(f) other non-current assets	-	-

Consolidated statement of cash flows		Current quarter \$A'000	Year to date (12 months) \$A'000
2.2	Proceeds from the disposal of:		
	(a) entities	-	-
	(b) tenements	-	-
	(c) property, plant and equipment	-	-
	(d) investments	-	-
	(e) other non-current assets	-	-
2.3	Cash flows from loans to other entities	-	-
2.4	Dividends received (see note 3)	-	-
2.5	Other - security deposit refund	36	36
2.6	Net cash from / (used in) investing activities	(1,063)	(1,624)

3.	Cash flows from financing activities		
3.1	Proceeds from issues of equity securities (excluding convertible debt securities)	1,005	2,926
3.2	Proceeds from issue of convertible debt securities	-	-
3.3	Proceeds from exercise of options	-	-
3.4	Transaction costs related to issues of equity securities or convertible debt securities	(19)	(168)
3.5	Proceeds from borrowings	-	-
3.6	Repayment of borrowings	-	-
3.7	Transaction costs related to loans and borrowings	-	-
3.8	Dividends paid	-	-
3.9	Other - payment of finance lease liability	(11)	(93)
3.10	Net cash from / (used in) financing activities	975	2,665

4.	Net increase / (decrease) in cash and cash equivalents for the period		
4.1	Cash and cash equivalents at beginning of period	1,129	686
4.2	Net cash from / (used in) operating activities (item 1.9 above)	(155)	(841)
4.3	Net cash from / (used in) investing activities (item 2.6 above)	(1,063)	(1,624)
4.4	Net cash from / (used in) financing activities (item 3.10 above)	975	2,665

Mining exploration entity or oil and gas exploration entity quarterly cash flow report

Consolidated statement of cash flows		Current quarter \$A'000	Year to date (12 months) \$A'000
4.5	Effect of movement in exchange rates on cash held	-	-
4.6	Cash and cash equivalents at end of period	886	886

5.	Reconciliation of cash and cash equivalents at the end of the quarter (as shown in the consolidated statement of cash flows) to the related items in the accounts	Current quarter \$A'000	Previous quarter \$A'000
5.1	Bank balances	886	1,129
5.2	Call deposits	-	-
5.3	Bank overdrafts	-	-
5.4	Other (provide details)	-	-
5.5	Cash and cash equivalents at end of quarter (should equal item 4.6 above)	886	1,129

6.	Payments to related parties of the entity and their associates	Current quarter \$A'000
6.1	Aggregate amount of payments to related parties and their associates included in item 1	28
6.2	Aggregate amount of payments to related parties and their associates included in item 2	-
<i>Note: if any amounts are shown in items 6.1 or 6.2, your quarterly activity report must include a description of, and an explanation for, such payments.</i>		

7.	Financing facilities <i>Note: the term "facility" includes all forms of financing arrangements available to the entity. Add notes as necessary for an understanding of the sources of finance available to the entity.</i>	Total facility amount at quarter end \$A'000	Amount drawn at quarter end \$A'000
7.1	Loan facilities	-	-
7.2	Credit standby arrangements	-	-
7.3	Other – insurance premium funding	-	-
7.4	Total financing facilities	-	-
7.5	Unused financing facilities available at quarter end		-
7.6	Include in the box below a description of each facility above, including the lender, interest rate, maturity date and whether it is secured or unsecured. If any additional financing facilities have been entered into or are proposed to be entered into after quarter end, include a note providing details of those facilities as well.		

8. Estimated cash available for future operating activities	\$A'000
8.1 Net cash from / (used in) operating activities (item 1.9)	(155)
8.2 (Payments for exploration & evaluation classified as investing activities) (item 2.1(d))	(38)
8.3 Total relevant outgoings (item 8.1 + item 8.2)	(193)
8.4 Cash and cash equivalents at quarter end (item 4.6)	886
8.5 Unused finance facilities available at quarter end (item 7.5)	-
8.6 Total available funding (item 8.4 + item 8.5)	886
8.7 Estimated quarters of funding available (item 8.6 divided by item 8.3)	4.6
<i>Note: if the entity has reported positive relevant outgoings (ie a net cash inflow) in item 8.3, answer item 8.7 as "N/A". Otherwise, a figure for the estimated quarters of funding available must be included in item 8.7.</i>	
8.8 If item 8.7 is less than 2 quarters, please provide answers to the following questions:	
8.8.1 Does the entity expect that it will continue to have the current level of net operating cash flows for the time being and, if not, why not?	
Answer: N/A	
8.8.2 Has the entity taken any steps, or does it propose to take any steps, to raise further cash to fund its operations and, if so, what are those steps and how likely does it believe that they will be successful?	
Answer: N/A	
8.8.3 Does the entity expect to be able to continue its operations and to meet its business objectives and, if so, on what basis?	
Answer: N/A	
<i>Note: where item 8.7 is less than 2 quarters, all of questions 8.8.1, 8.8.2 and 8.8.3 above must be answered.</i>	

Compliance statement

- 1 This statement has been prepared in accordance with accounting standards and policies which comply with Listing Rule 19.11A.
- 2 This statement gives a true and fair view of the matters disclosed.

Date: 31 July 2024

Authorised by: The Board of Caprice Resources Limited
(Name of body or officer authorising release – see note 4)

Notes

1. This quarterly cash flow report and the accompanying activity report provide a basis for informing the market about the entity's activities for the past quarter, how they have been financed and the effect this has had on its cash position. An entity that wishes to disclose additional information over and above the minimum required under the Listing Rules is encouraged to do so.
2. If this quarterly cash flow report has been prepared in accordance with Australian Accounting Standards, the definitions in, and provisions of, *AASB 6: Exploration for and Evaluation of Mineral Resources* and *AASB 107: Statement of Cash Flows* apply to this report. If this quarterly cash flow report has been prepared in accordance with other accounting standards agreed by ASX pursuant to Listing Rule 19.11A, the corresponding equivalent standards apply to this report.
3. Dividends received may be classified either as cash flows from operating activities or cash flows from investing activities, depending on the accounting policy of the entity.
4. If this report has been authorised for release to the market by your board of directors, you can insert here: "By the board". If it has been authorised for release to the market by a committee of your board of directors, you can insert here: "By the [name of board committee – eg Audit and Risk Committee]". If it has been authorised for release to the market by a disclosure committee, you can insert here: "By the Disclosure Committee".
5. If this report has been authorised for release to the market by your board of directors and you wish to hold yourself out as complying with recommendation 4.2 of the ASX Corporate Governance Council's *Corporate Governance Principles and Recommendations*, the board should have received a declaration from its CEO and CFO that, in their opinion, the financial records of the entity have been properly maintained, that this report complies with the appropriate accounting standards and gives a true and fair view of the cash flows of the entity, and that their opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.